

## CH Biotech R&D Co., LTD.

### Regulations Governing Procedure for Board of Directors Meetings

The Regulations were enacted at Shareholders Meeting on September 18, 2014

The first amendment to the Regulations was made on June 5, 2018

The second amendment to the Regulations was made on May 27, 2020

The third amendment to the Regulations was made on July 6, 2021

The fourth amendment to the Regulations was made on May 24, 2023

- Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
- Article 2 With respect to the board of directors meetings ("board meetings") of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.
- Article 3 A board of directors shall meet at least quarterly.  
The reasons for calling a board of directors meeting shall be notified to each director and the member of the Audit Committee at least seven days in advance. In emergency circumstances, however, a board meeting may be called on shorter notice.  
The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.  
All matters set out under Article 13, paragraph 1 shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.
- Article 4 The Department of Finance is accountable for holding board of directors meetings.  
The Department of Finance shall appoint an agenda working group, which shall be specified in the rules of procedure. The agenda working group shall prepare agenda items for board of directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.  
A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 5 When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.  
All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.  
A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.  
A proxy under paragraph 2 may accept a proxy from one person only.
- Article 6 A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.
- Article 7 Board meetings of the Company convened by the Chairman are also chaired by the

Chairman. However, the first meeting of each newly elected board of directors shall be convened and chaired by the director who received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected.

In accordance with the provisions of Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, a majority of the directors may convene the meeting on their own and elect one of the directors to act as chair.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Article 8 The Department of Finance shall have all related data ready for board of director meeting. When holding a meeting of the board of directors, a company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The Audit Committee is eligible to participate discussion but are not authorized to vote as directors to the company.

The chairman shall announce a meeting to proceed when one-half of the directors are present.

When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 3, paragraph 2.

The term "all board directors" as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2 shall be calculated as the number of directors then in office.

Article 9 The Company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the company.

Article 10 Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last meeting and actions arising.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions.

Article 11 A board of directors meeting shall be conducted in accordance with the order of business

on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case Article 8 paragraph 5 of the preceding article shall apply mutatis mutandis.

Article 12 If any director asks questions, the chairman have the right to appoint the related person or professionals as participants to reply or provide related information. If anyone keeps repeating or speaks irrelevantly toward any topic and such behavior hinders the meeting progress, the chairman has the right to stop his/her speech.

Article 13 The company shall submit the following items for discussion by the board of directors:

1. Corporate Business Plan.
2. Annual and the second quarter financial reports that shall be attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. If the board of directors does not have a managing director, the election or discharge of the chairman of the board of directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTDS\$10 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

The Company has an independent director or directors, at least one independent director shall attend the meeting in person. In the case of a meeting concerning any matters required to be submitted for a resolution by the board of directors under paragraph 1, each independent directors shall attend the meeting in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservations about a matter, it shall be recorded in the board meeting minutes. An

independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, shall issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 14 When the Chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a board of directors meeting, if the Chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved.

Any dissent or object occurs after the chair's consult to the directors shall be voted for solution. The measure of voting is decided by the majority and the measures are:

1. Vote on show of hands or voting machine
2. Roll-call vote
3. Vote
4. Company's own choice of voting

All directors attended and mentioned paragraph 2 and 3 does not include those directors who cannot cast the vote. The detail is addressed in Article 16, paragraph 1.

Article 15 Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

When there is an amendment or substitute for a case, the chairman will decide the order for vote. But when one case has passed other motion shall be deemed rejected without further vote.

If the vote requires staff to scrutinize or count, the chairman will assign the personnel. The staff to scrutinize must be member of director of the board. The results of the vote should be announced and recorded right after the vote is done.

Article 16 If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where a spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of board of directors meetings when a board director is prohibited by the preceding paragraph from exercising voting rights.

Article 17 Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the

reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph 5.

8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

- (1) Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- (2) If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and well preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 18 In addition to Article 13-1 the Board of Directors must discuss, the board of directors shall follow the Act by authorizing the chairman the right to discuss the followings:

1. Negotiation and sign of major contracts.
2. Decide the reference date to add/reduce capital and cash dividend
3. The right of “acquiring or disposing company assets” for the part authorized to the chairman
4. The right of “practicing endorsement/guarantee” for the part authorized to the chairman.
5. The right of “Loans to others” for the part authorized to the chairman.
6. Short-term investment (Including stocks, funds, bonds, beneficiary certificates, etc.)
7. Scheduling funds (including signing and the amount of loan disbursed).
8. Set the company's internal regulations
9. The application of Intellectual Property & patent protection
10. Other rights/powers authorized by the board of directors to the chairman.

In addition to matters authorized described in the preceding paragraphs, other matters passed by the Board shall be undertaken in accordance with Regulations Governing Level of Authority.

Article 19 Deleted.

Article 20 These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules.

Article 21 Deleted.